

720 -  
14863-0  
- P

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

RECORDATION NO. 14863-0 Filed 1425

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

DEC 18 1987 - 10 15 AM

INTERSTATE COMMERCE COMMISSION  
December 18, 1987

No. 7-352A010

Date DEC 18 1987

Fee \$ 20.00

Ms. Noretta R. McGee  
Secretary

Interstate Commerce Commission  
Washington, D.C.

RECORDATION NO. 14863-0 Filed 1425

DEC 18 1987 - 10 15 AM

ICC Washington, D. C.

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 7 dated December 18, 1987 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 7, dated December 18, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Mortgagee/

Assignee: Fleet National Bank, individually  
and as agent  
111 Westminster Street  
Providence, Rhode Island

DEC 18 10 07 PM '87  
MOTION OPERATIONS UNIT  
ICC OFFICE OF  
THE STORE CLERK

Copy to - CT. Kappler

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
December 18, 1987  
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

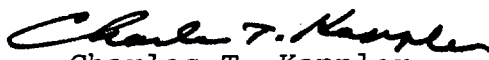
Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 7 dated December 18, 1987 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 7 dated December 18, 1987 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the addition of railroad tank and covered hopper cars bearing ACFX marks and numbers, a total of seven hundred fifty-three (753) units.

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIGN</u>
64711 - 64830	120	\$ 5,612,381	C214
65091 - 65130	40	1,885,320	"
65131 - 65145	15	697,082	"
65229 - 65238	10	447,830	"
65339 - 65356	18	821,196	"
51461	1	68,226	C614
51494 - 51513	20	1,268,554	"
51514 - 51520	7	445,585	"
51533 - 51558	26	1,631,200	"
51559 - 51566	8	511,024	"
51567 - 51570	4	253,924	"
51571 - 51572	2	126,948	"
51573 - 51587	15	930,945	"
51588 - 51589	2	125,156	"
51590 - 51625	36	2,238,192	"
51635 - 51640	6	375,468	"
51626 - 51630	5	311,960	"
51631 - 51634	4	239,404	"
71850 - 71855	6	267,818	T055
72223 - 72255	33	1,291,080	T103
72332 - 72333	2		

72000 - 72048	49	1,787,209	T104
72059 - 72062	4	160,298	"
72063 - 72087	25	932,436	"
72092 - 72093	2	79,089	"
72173 - 72182	10	406,680	"
72049 - 72058	10	432,483	T105
72088 - 72091	4	176,036	"
72094 - 72133	40	1,549,249	"
72144 - 72146	3	118,374	"
72183 - 72212	30	1,091,100	"
72213 - 72222	10	425,294	"
72282 - 72311	30	1,206,126	"
72375	1	61,116	"
72492 - 72497	6	240,084	"
72451 - 72462	12	516,240	"
72134 - 72143	10	411,454	T107
72312 - 72331	20	876,320	"
71856 - 71864	9	472,019	T108
72147 - 72172	26	1,014,416	"
72256 - 72277	22	1,148,588	"
72279 - 72280	2		
72445 - 72448	4		
72449 - 72450	2	128,571	"
72278	1		
77357 - 77362	6	320,736	T426

77317 - 77326	10	502,286	T544
71827 - 71832	6	618,448	T545
77347 - 77349	3	151,776	T564
77327 - 77332	6	848,674	T866
77339 - 77346	8		
72512 - 72513	2	77,752	T105
	<hr/>	<hr/>	
	753	\$ 35,302,147	

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.  
Alvord & Alvord  
918 16th Street N.W.  
Washington, D.C. 20006

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/18/87 at 10:15AM, and assigned recordation number(s). 14863-0 & P

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

ICC Copy  
14863-0

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT

RECORDATION NO. 14863-0 FEB 14 1988

DEC 18 1987 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 7  
TO  
SCHEDULE B  
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT  
DATED DECEMBER 13, 1985  
BETWEEN  
ACF INDUSTRIES, INCORPORATED  
("DEBTOR")  
AND  
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan

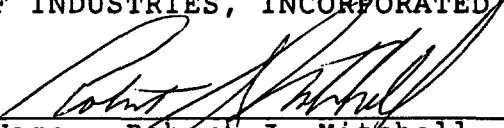
Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 18th day of December, 1987.

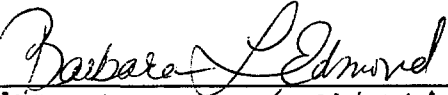
ACF INDUSTRIES, INCORPORATED

By

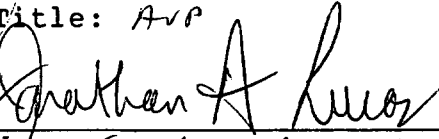
  
Name: Robert J. Mitchell  
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By

  
Name: BARBARA L. EDMOND  
Title: AVP

By

  
Name: Jonathan A. Lucas  
Title: VP



SCHEDULE I

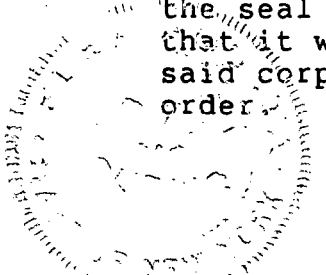
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77339 - 77346	8		
72512 - 72513	2	77,752	T105
	<hr/>	<hr/>	
	753	\$ 35,302,147	

STATE OF NEW YORK )  
 : SS.:  
COUNTY OF NEW YORK )

ON THIS 15<sup>TH</sup> DAY OF December, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, NY 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

  
Elsa Acosta  
ELSA ACOSTA  
Notary Public, State of New York  
No. 60-4900858  
Qualified in Westchester County  
Commission Expires July 13, 1989

STATE OF NEW YORK )  
 : SS.:  
COUNTY OF NEW YORK )

On this 15 day of December, 1987, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Rd. Old Bethpage, NY 11804, that she is a AVP of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman  
REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990

STATE OF NEW YORK )  
 : SS.:  
COUNTY OF NEW YORK )

On this 5 day of December, 1987, before me personally came Nathan A. Lucas, to me known, who being to me duly sworn, did depose and say that he resides at 180 E. Hartsdale Ave. Hartsdale, N.Y., that he is a VP of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman  
REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990